**IN THE UNITED STATES DISTRICT COURT**
**FOR THE DISTRICT OF DELAWARE**

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| TARA SCOTT and WILSON CARTER, INDIVIDUALLY AND AS TRUSTEE OF THE BAILEY MIDDLETON CARTER 2009 TRUST, THE MARY WILSON CARTER 2009 TRUST, and THE WILSON M. CARTER 1988 TRUST, | ) | |
| Plaintiffs, | ) | C.A. No. |
| | ) | **JURY TRIAL DEMANDED** |
| v. | ) | |
| VANTAGE CORPORATION, VANTAGE ADVISORY MANAGEMENT, LLC, VF(X) LP, TRADELOGIX, LLC, BRIAN ASKEW, and GERALD FINEGOLD. | ) | |
| Defendants. | ) | |

## COMPLAINT

COME NOW Tara Scott and Wilson Carter, individually and as Trustee of the Bailey Middleton Carter 2009 Trust, the Mary Wilson Carter 2009 Trust, and the Wilson M. Carter 1988 Trust, and file this Complaint against Vantage Corporation, Vantage Advisory Management, LLC, VF(X) LP, Tradelogix, LLC, Brian Askew, and Gerald Finegold (collectively, the "Defendants").

## PARTIES, JURISDICTION, AND VENUE

1. Plaintiff Tara Scott ("Scott") is a citizen of the State of Colorado.

2. Plaintiff Wilson Carter ("Carter") is a citizen of the State of Georgia.

3. Plaintiff Wilson Carter serves as the Trustee for three trusts: (1) the Bailey Middleton Carter 2009 Trust, (2) the Mary Wilson Carter 2009 Trust, and (3) the Wilson M. Carter 1988 Trust.

4. Vantage Corporation is a Delaware corporation. It maintains its principal office at 178 South Main Street, Suite 150, Alpharetta, Georgia. It is not registered to do business in the State of Georgia.

5. Vantage Advisory Management, LLC is a Delaware limited liability company. Upon information and belief, Vantage Advisory Management, LLC is a subsidiary of Vantage Corporation, formed as the investment advisor firm for Vantage Corporation's asset management division.

6. VF(x) LP is a Delaware limited partnership. Upon information and belief, VF(x) LP is a subsidiary of Vantage Corporation, formed ostensibly to operate as an unregistered hedge fund. Vantage Advisory Management, LLC is the general partner of VF(x) LP.

7. Tradelogix, LLC is a Delaware limited liability company. Upon information and belief, Tradelogix, LLC is a subsidiary of Vantage Corporation.

8. Brian Askew ("Askew") is a citizen of the State of Georgia. Brian Askew is an officer of Vantage Corporation and also serves as a director on Vantage Corporation's Board of Directors.

9. Gerald Finegold is a citizen of the State of Georgia. Upon information and belief, Gerald Finegold is the President of Vantage Corporation and serves as a director on Vantage Corporation's board of directors.

10. This Court has jurisdiction over this proceeding pursuant to 28 U.S.C § 1331 and 28 U.S.C. § 1367.

11. Venue is proper in this Court pursuant to 28 U.S.C. § 1391. The parties hereto have agreed to venue and jurisdiction before this Court.

**FACTUAL ALLEGATIONS**

12. Vantage Corporation purports to be a technology and investment company specializing in "proprietary configurable trading solutions." Utilizing alleged trading algorithms and models, Vantage Corporation claims it can process substantial amounts of real time financial trading data in order to exploit trading opportunities to generate significant investment returns.

13. In 2014 Vantage Corporation sought outside investor funding. Askew, on behalf of Vantage Corporation, made general solicitations to obtain investor funding, including, upon information and belief, soliciting and/or selling to unaccredited investors as defined under federal and state rules and regulations.

14. Askew solicited Plaintiffs for an investment in Vantage Corporation. Askew does not hold a securities license nor is he a registered investment advisor.

15. Wilson Carter invested a total of $3,000,000 in Vantage Corporation. All of these solicitations and investments were made in the State of Georgia.

16. On or about January 27, 2016, Carter purchased 476.962702 Class A shares in Vantage Corporation for $1,000,000. Carter executed a Stock Subscription Agreement in connection with this purchase. Carter subsequently invested an additional $2,000,000.

17. A portion of the investments made by Wilson Carter were contributed by the Bailey Middleton Carter 2009 Trust, the Mary Wilson Carter 2009 Trust, and the Wilson M. Carter 1988 Trust.

18. Tara Scott invested a total of $2,000,000 in Vantage Corporation. All of these solicitations and investments were made in the State of Georgia.

19. On or about January 28, 2016, Scott purchased 476.962702 Class A Shares in Vantage Corporation shares for $1,000,000. Scott executed a Stock Subscription Agreement in connection with this purchase. Scott subsequently invested an additional $1,000,000.

20. Between September 29, 2016 and October 24, 2016, Scott sold 262.329485 Class A Shares in transactions arranged by Vantage Corporation, recouping a portion of her investment.

21. Plaintiffs made these investments and purchased Vantage Corporation stock as a result of direct misrepresentations and omissions made to them by Askew. As a result, Askew offered for sale and sold Plaintiffs Vantage Corporation stock within the State of Georgia and in violation of the Georgia Uniform Securities Act of 2008, O.C.G.A. § 10-5-1 et. seq. ("the Georgia Securities Act"), as well as the Securities Act of 1933 ("the 1933 Act").

22. Upon information and belief, Askew received direct or indirect compensation for his role in soliciting investments in Vantage Corporation.

23. Upon information and belief, when Askew offered for sale and sold the Vantage Corporation stock to Plaintiffs, Askew was acting on behalf of Vantage Corporation and its subsidiaries, Vantage Advisory Management, LLC, VF(x) LP, Tradelogix, LLC (collectively, "Vantage Corporation's Subsidiaries"), was acting within the scope of his positions at Vantage Corporation and Vantage Corporation's Subsidiaries, was acting as an agent and representative of Vantage Corporation and Vantage Corporation's Subsidiaries, and was authorized to act on behalf of Vantage Corporation and Vantage Corporation's Subsidiaries.

24. Upon information and belief, at the time that Askew offered for sale and sold Plaintiffs the Vantage Corporation stock, Gerald Finegold was a director of Vantage

Corporation, and/or officer of Vantage Corporation, and/or a control person of Vantage Corporation and/or Askew under Section 15 of the 1933 Act, 15 U.S.C. § 77o and the Georgia Securities Act, O.C.G.A. § 10-5-58(g).

25. The stock in Vantage Corporation sold to Plaintiffs is a "security" as that term is defined the 1933 Act, 15 U.S.C. § 77b and the Georgia Securities Act, O.C.G.A. § 10-5-2.

26. At the time the stock was offered for sale and sold to Plaintiffs, the stock was not subject to an effective registration statement pursuant to the Georgia Securities Act, O.C.G.A. § 10-5-1 *et seq.*, or exempt from registration pursuant to O.C.G.A. §§ 10-5-10 or 10-5-12. At the time the stock was offered for sale and sold to Plaintiffs, the stock was not subject to an effective registration statement pursuant to section 5 of the 1933 Act, 15 U.S.C. § 77e, or exempt from registration.

27. At the time the stock was offered for sale and sold to Plaintiffs, Askew was not registered as a securities salesperson or an investment advisor with the Georgia Commissioner of Securities as required by § 10-5-1 *et seq.*

28. Before Plaintiffs purchased Vantage Corporation stock, Askew assured Plaintiffs that 70% of their investment was to be placed in a segregated account for the benefit of each investor.

29. In reliance on this representation, Plaintiffs purchased Vantage Corporation stock.

30. Askew knowingly made this false representation to induce Plaintiffs' investment. Askew knew or should have known that Vantage Corporation had no intention of creating investment accounts for Plaintiffs.

31. Vantage Corporation in fact failed to place Plaintiffs' investments into segregated accounts for their benefit.

32. Askew represented to Plaintiffs that Vantage Corporation was raising funds for a general partnership structure, which would allow investors to participate in ownership of the company, its intellectual property, and revenue streams going forward.

33. Before Plaintiffs purchased Vantage Corporation stock, Askew represented to Plaintiffs that through their investment, they would become general partners of a Vantage-related entity.

34. In reliance on this representation, Plaintiffs purchased Vantage Corporation stock and reasonably believed they would also become general partners in a Vantage-related entity.

35. Askew knowingly made this false representation to induce Plaintiffs' investment.

36. Plaintiffs never became general partners of any Vantage Corporation related entity; instead, Plaintiffs are minority shareholders in Vantage Corporation.

37. Before Plaintiffs purchased Vantage Corporation stock, Askew represented to Plaintiffs that Vantage Corporation's systems and strategies had reached a level of maturity and stability to invest significantly large amounts of trading capital. Askew represented to Plaintiffs that Vantage Corporation held 100% ownership of all the proprietary software and systems and intellectual property needed for its business model.

38. In reliance on this representation, Plaintiffs purchased Vantage Corporation stock and reasonably believed their investments would be used primarily as capital for trading with profits derived from Defendants' expertise. Plaintiffs reasonably believed they were investing in an existing and profitable strategy and company.

39. Askew knowingly made this false representation to induce Plaintiffs' investment. Askew knew that Vantage Corporation did not own the purported proprietary software and system or intellectual property needed for the business model presented to Plaintiffs.

40. Instead, TradeVue, LLC owned the purported proprietary software and system or intellectual property needed for the business model presented to Plaintiffs. Askew is the sole and managing member of TradeVue, LLC.

41. In 2016, after Plaintiffs made their investment, Vantage Corporation paid TradeVue, LLC $2,447,853 for purported software and intellectual property. Upon information and belief, Askew received all or a significant portion of these funds.

42. Since making their investments, Plaintiffs have made multiple inquiries to understand their role in Vantage Corporation, as well as the sources and uses of their investment.

43. Vantage Corporation and Askew have refused to supply Plaintiffs information regarding the use of their investment.

44. Plaintiffs hereby tender back their Vantage Corporation stock to Defendants.

## COUNT ONE

**Violation By All Defendants of Section 12 of The 1933 Act, 15 U.S.C. § 77l, For The Sale of Unregistered and Non-Exempt Securities**

45. Plaintiffs incorporate by reference paragraphs 1 through 44 as though fully set forth herein.

46. Askew and Vantage Corporation violated section 12(a)(1) of the 1933 Act, 15 U.S.C. § 77l(a)(1), and are liable to Plaintiffs because Askew offered and sold stock of Vantage Corporation to Plaintiffs when that stock was neither subject to an effective registration statement pursuant to section 5 of the 1933 Act, 15 U.S.C. § 77e, nor exempt from registration.

47. Plaintiffs have tendered and do hereby tender their stock in Vantage Corporation back to Defendants.

48. Vantage Corporation is liable to Plaintiffs because it was the issuer of the shares and for the acts of Askew because it participated in these acts, because of the doctrine of respondeat superior, or because it was a control person with respect to Askew.

49. Vantage Corporation's Subsidiaries and Gerald Finegold are liable to Plaintiffs for the acts of Askew because they participated in these acts, because of the doctrine of respondeat superior, or because each was a control person with respect to Askew.

50. Defendants, therefore, are jointly and severally liable to Plaintiffs under 15. U.S.C. § 77l for rescission of the sale of the Vantage Corporation stock and return of any consideration paid by them and interest from the date of payment down to the date of repayment, less the amount of any income received, together with attorney's fees and expenses of litigation.

## COUNT TWO

**Violation of O.C.G.A. § 10-5-20 For the Sale of Unregistered and Non-Exempt Securities Against All Defendants.**

51. Plaintiffs incorporate by reference paragraphs 1 through 50 as though fully set forth herein.

52. Askew and Vantage Corporation violated O.C.G.A. § 10-5-20 and are liable to Plaintiffs because Askew offered and sold the stock of Vantage Corporation to Plaintiffs at a time when that stock was not a federal covered security, was not subject to an effective registration statement pursuant to O.C.G.A. § 10-5-1 *et seq.*, and was not exempted from registration under O.C.G.A §§ 10-5-10 through 10-5-12.

53. Plaintiffs have and hereby tender the securities back to Defendants.

54. Vantage Corporation is liable to Plaintiffs because it was the issuer of the shares and for the acts of Askew because it participated in these acts, because of the doctrine of respondeat superior, or because it was a control person with respect to Askew.

55. Vantage Corporation's Subsidiaries and Gerald Finegold are liable to Plaintiffs for the acts of Askew because they participated in these acts, because of the doctrine of respondeat superior, or because each was a control person with respect to Askew.

56. Defendants, therefore, are jointly and severally liable to Plaintiffs under O.C.G.A. § 10-5-58 for:

(a) Rescission of the sale of the Vantage Corporation stock and return of any consideration paid by them;

(b) Interest from the date of payment down to the date of repayment, less the amount of any income received;

(c) Taxable court costs; and

(d) Reasonable attorney's fees.

**COUNT THREE**

**Violation of O.C.G.A. § 10-5-31**

57. Plaintiffs incorporate by reference paragraphs 1 through 56 as though fully set forth herein.

58. At the time the stock was offered for sale and sold to Plaintiffs, Askew was not registered as a securities salesperson or an investment advisor with the Georgia Commissioner of Securities as required by § 10-5-1 *et. seq.*

59. Upon information and belief, Askew received direct or indirect compensation for his role in soliciting investments in Vantage Corporation.

60. Vantage Corporation is liable to Plaintiffs because it was the issuer of the shares and for the acts of Askew because it participated in these acts, because of the doctrine of respondeat superior, or because it was a control person with respect to Askew.

61. Vantage Corporation's Subsidiaries and Gerald Finegold are liable to Plaintiffs for the acts of Askew because they participated in these acts, because of the doctrine of respondeat superior, or because each was a control person with respect to Askew.

62. By reason of the foregoing, Defendants have violated O.C.G.A. § 10-5-31, and are liable to Plaintiffs for damages which they suffered.

## COUNT FOUR

### Violation By All Defendants of Section 12 of The 1933 Act, 15 U.S.C. § 77l(a)(2), Because of Misrepresentations in Connection with Issuance of Security

63. Plaintiffs incorporate by reference paragraphs 1 through 62 as though fully set forth herein.

64. Askew violated section 12(a)(2) of the 1933 Act, 15 U.S.C. § 77l(a)(2), and is liable to Plaintiffs because in offering to sell and selling Plaintiffs securities, Askew made a misleading statement of material fact or omissions in a prospectus or oral communications.

65. Askew misrepresented (1) the status and resources of Vantage Corporation, assuring Plaintiffs that Vantage Corporation had ownership of software, systems, and intellectual property needed for the trading activity of the proposed business model; (2) the intended use of the investment, assuring Plaintiffs that 70% of their investment in Vantage Corporation was to be segregated in an account for the benefit of each investor; (3) that Plaintiffs each would have a general partnership interest in Vantage Corporation or a subsidiary.

66. Plaintiffs did not know, and in the exercise of reasonable care could not have known, Askew's misrepresentations or omissions.

67. Vantage Corporation is liable to Plaintiffs for the acts of Askew because it participated in these acts, because of the doctrine of respondeat superior, or because it was a control person with respect to Askew.

68. Vantage Corporation's Subsidiaries and Gerald Finegold are liable to Plaintiffs for the acts of Askew because they participated in these acts, because of the doctrine of respondeat superior, or because each was a control person with respect to Askew.

69. Defendants, therefore, are jointly and severally liable to Plaintiffs under 15 U.S.C. § 77l for rescission of the sale of the Vantage Corporation stock and return of any consideration paid by them and interest from the date of payment down to the date of repayment, less the amount of any income received, together with attorney's fees and expenses of litigation.

## COUNT FIVE

### Breach of Fiduciary Duty

70. Plaintiffs incorporate by reference paragraphs 1 through 69 as though fully set forth herein.

71. Askew owed a fiduciary duty to Plaintiffs as purchasers of the securities.

72. Vantage Corporation owes a fiduciary duty to its stockholders, including Plaintiffs.

73. Askew violated his fiduciary duty to Plaintiffs based upon the acts and omissions, set forth in paragraphs 12 through 44.

74. Vantage Corporation breached its fiduciary duty to Plaintiffs based upon the acts and omissions, set forth in paragraphs 12 through 44.

75. Vantage Corporation's Subsidiaries and Gerald Finegold are liable to Plaintiffs for Vantage Corporation's breach of its fiduciaries to Plaintiffs because they participated in these acts and/or because of the doctrine of respondeat superior.

## COUNT SIX

### Negligence

76. Plaintiffs incorporate by reference paragraphs 1 through 75 as though fully set forth herein.

77. Askew owed a duty of care to Plaintiffs as purchasers of the securities.

78. Vantage Corporation owed a duty of care to its stockholders, including Plaintiffs.

79. Vantage Corporation violated its duty of care to Plaintiffs based upon the acts and omissions, set forth in paragraphs 12 through 44.

80. Plaintiffs suffered damages as a result.

81. Vantage Corporation is liable to Plaintiffs for the acts of Askew because it participated in these acts and/or because of the doctrine of respondeat superior.

82. Vantage Corporation's Subsidiaries and Gerald Finegold are liable for Vantage Corporation's negligence because they participated in these acts and/or because of the doctrine of respondeat superior.

## COUNT SEVEN

### Accounting

83. Plaintiffs incorporate by reference paragraphs 1 through 82 as though fully set forth herein.

84. Vantage Corporation owes fiduciary duties to its shareholders, including Plaintiffs.

85. Vantage Corporation is required to provide access to its books and records upon demand of its shareholders. Vantage Corporation is also required to provide access to its subsidiaries' books and records upon demand of its shareholders.

86. Despite Plaintiffs' requests, Vantage Corporation has refused to provide Plaintiffs access to the company's books and records, including information on where and how their investments have been utilized.

87. The sole means of ascertaining such information and documentation are within the control of Vantage Corporation.

88. An accounting is required to determine the amount of money owed to Plaintiffs.

## DEMAND FOR JURY TRIAL

Pursuant to Federal Rule of Civil Procedure Rule 38(b). Plaintiffs hereby demand a trial by jury of all issues in its Complaint so triable.

## PRAYER FOR RELIEF

WHEREFORE, Plaintiffs demand judgment against all Defendants, jointly and severally, for:

(a) Rescission of Plaintiffs' purchases of Vantage Corporation stock and return of any consideration paid by Plaintiffs;

(b) Interest from the date of payment down to the date of repayment, less the amount of any income received;

(c) Taxable court costs and all other costs and expenses incurred by them in bringing this action;

(d) Reasonable attorney's fees;

(e) Other compensatory damages; and

(f) Such other and further relief as this Court deems just and equitable.

This 20th day of April, 2017.

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